

EXHIBIT A

Winning Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ZEN JV, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-11195 (JKS)

(Jointly Administered)

**DECLARATION OF ROBERT WINNING IN SUPPORT OF THE APPLICATION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ZEN JV, LLC, *ET
AL.*, FOR ENTRY OF AN ORDER AUTHORIZING AND APPROVING THE
EMPLOYMENT AND RETENTION OF M3 ADVISORY PARTNERS, LP AS
FINANCIAL ADVISOR EFFECTIVE AS OF JULY 2, 2025**

I, Robert Winning, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a Managing Director at M3 Advisory Partners, LP (“M3 Partners”) and am duly authorized to execute this declaration on behalf of M3 Partners with its principal office located at 1700 Broadway, 19th Floor, New York NY 10019.

2. I submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors of Zen JV, LLC, et al., for Entry of an Order Authorizing and Approving the Employment and Retention of M3 Advisory Partners, LP as Financial Advisor Effective as of July 2, 2025* (the “Application”).² Unless otherwise stated, I have personal knowledge of the facts stated herein. To the extent any information disclosed herein requires amendment or modification upon M3 Partners’ completion of further review or as additional party-in-interest information becomes available to it, a supplemental declaration will be

¹ The Debtors in these cases, along with the last four digits of each debtor’s federal tax identification number (to the extent applicable), are: Zen JV, LLC (0225); Monster Worldwide LLC (6555); FastWeb, LLC; Monster Government Solutions, LLC (5762); Camaro Acquisition, LLC; CareerBuilder, LLC (6495); CareerBuilder Government Solutions, LLC (6426); Luceo Solutions, LLC (4426); CareerBuilder France Holding, LLC (9339); and Military Advantage, LLC (9508). The Debtors’ address is 200 N LaSalle Street #900, Chicago, IL 60601.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

submitted to the Court reflecting such amended or modified information.

M3 Partners' Qualifications

3. M3 Partners is a restructuring advisory firm specializing in corporate restructurings, operational improvement, dispute resolution, and valuation. M3 Partners has extensive experience working with and for distressed companies in complex financial and operational restructurings, both out of court and in chapter 11 proceedings throughout the United States. M3 Partners' professionals have advised debtors, creditors, and equity constituents in numerous reorganizations, which advisory services have included financial analysis and budgeting, forecasting, cash management, operational assessments and improvements, dispute and litigation advisory, and interim management services. M3 Partners and/or M3 Partners' professionals have been involved in numerous chapter 11 proceedings in various capacities, including as advisor to official committees of creditors, advisor to official equity committees, advisor to secured and unsecured holders of debt, advisor to debtors, and serving as a Chief Restructuring Officer.

4. M3 Partners has been informed that the Committee selected M3 Partners as its financial advisor based upon, among other things: (i) the Committee's need to retain a financial advisory firm to provide advice with respect to the Debtors' restructuring activities; and (ii) M3 Partners' senior professionals' extensive experience and excellent reputation in providing financial advisory services in chapter 11 cases. The Committee has submitted that the employment and retention of M3 Partners would be in the best interests of the Debtors, their estates, and their creditors. M3 Partners has agreed to provide financial advisory services to the Committee on the terms and conditions set forth in the Application.

Professional Compensation

5. Subject to the Court's approval, and in accordance with section 328(a) of the Bankruptcy Code, M3 Partners proposes to render its services on an hourly fee basis according to its customary hourly rates in effect when the services are rendered.

6. For services rendered from and after January 1, 2025, M3 Partners' professionals will be billed as follows:

<u>Rank</u>	<u>Standard Hourly Rate</u>
Managing Partner	\$1,500
Senior Managing Director	\$1,390
Managing Director	\$1,150 – 1,290
Senior Director	\$1,120
Director	\$940 – 1,060
Vice President	\$840
Senior Associate	\$725
Associate	\$615
Analyst	\$500

Non-working travel time will be billed at 50% of otherwise applicable rates.

7. M3 Partners will be reimbursed for its reasonable and necessary out-of-pocket expenses (which shall be charged at cost) incurred in connection with this engagement, such as travel, lodging, duplicating, research, messenger, and telephone charges. M3 Partners will charge for these expenses at rates consistent with or discounted to charges made to other M3 Partners clients and subject to the guidelines of the U.S. Trustee.

8. M3 Partners will maintain detailed records of fees and expenses incurred in connection with the rendering of the professional services described above, in accordance with applicable rules and guidelines.

9. M3 Partners intends to work closely with representatives of the Debtors and other professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

10. No compensation will be paid to M3 except upon compliance with the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of this Court. M3 Partners has received no retainer in connection with this representation and is not owed any amounts with respect to prepetition fees and expenses in connection with these cases. Neither the members of the Committee nor any of their agents or their representatives shall be responsible or liable for any fees or costs incurred by M3 Partners in connection with its representation of this Committee, regardless of whether M3 Partners is paid in full from the Debtors' estates. M3 Partners does not seek a success fee in connection with this engagement.

11. I believe, and understand the Committee to have reasonably determined, that the fee structure is reasonable, market-based, and designed to fairly compensate M3 Partners for its work in these cases and to cover fixed and routine overhead expenses.

12. To the best of my knowledge, (a) no commitments have been made or received by M3 Partners with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code, and (b) M3 Partners has no agreement with any other entity to share with such entity any compensation received by M3 Partners in connection with these cases.

Disinterestedness

13. Neither M3 Partners, any director, officer, or employee thereof, nor I, insofar as I have been able to ascertain, represents any interest adverse to that of the Debtors' estates in the matters upon which the Committee seeks to engage M3 Partners, and I believe the firm to be a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

14. From time to time, M3 Partners has provided services and likely will continue to provide services, to certain creditors of the Debtors and various other parties adverse to the Debtors

in matters wholly unrelated to these chapter 11 cases. As described below, however, M3 Partners has undertaken a detailed search to determine and to disclose whether it is providing or has provided services to any significant creditor, investor, insider, or other party in interest in such unrelated matters.

15. M3 Partners provides services in connection with numerous cases, proceedings, and transactions unrelated to these chapter 11 cases. Those unrelated matters involve numerous attorneys, financial advisors, and creditors, some of whom may be claimants or parties with actual or potential interests in these chapter 11 cases or may represent such parties.

16. M3 Partners' personnel may have business associations with certain creditors of the Debtors unrelated to these chapter 11 cases. In addition, in the ordinary course of its business, M3 Partners may engage counsel or other professionals in unrelated matters who now represent, or who may in the future represent, creditors or other parties in interest in these chapter 11 cases.

17. In connection with the preparation of this Declaration, M3 Partners conducted a review of its contacts with the Debtors, their non-Debtors affiliates, and certain entities holding large claims against or interests in the Debtors that were made known to M3 Partners by counsel to the Debtors in these cases. A listing of the parties reviewed is reflected in **Schedule 1** attached to this Declaration.

18. M3 Partners has a recent or current association with certain firms set forth on **Schedule 2**. None of these relationships has any connection to these cases. I believe that none of these associations individually, nor all of them in the aggregate, constitute(s) any conflict of interest in M3 Partners' performance of its duties.

19. Further, as part of its diverse practice, M3 Partners is involved in numerous cases, proceedings, and transactions that involve many different professionals, including attorneys,

accountants, and financial consultants, who may represent claimants and parties in interest in these chapter 11 cases. In addition, M3 Partners (including its employees) has performed in the past, and may perform in the future, consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of whom may be involved in these proceedings. Based on M3 Partners' current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships creates interests materially adverse to the Debtors and none is in connection with these chapter 11 cases.

20. On a going-forward basis, M3 Partners shall disclose any and all facts of which it has knowledge that may have a bearing on whether the firm, and/or any individuals working on the engagement, hold or represent any interest adverse to the Debtors, its creditors, or other parties-in-interest.

21. To the best of my knowledge, neither I, M3 Partners, nor any of its employees is a "creditor" of the Debtors within the meaning of section 101(1) of the Bankruptcy Code; a holder of any of the Debtors' outstanding debt, equity or preferred stock investments; is or has been an insider of the Debtors; or is so connected with the Judges of the United States Bankruptcy Court for the District of Delaware, the U.S. Trustee or the Assistant Trustee, or Trial Attorneys for the Office of the U.S. Trustee, as to render the employment of M3 Partners as financial advisor for the Committee inappropriate under Bankruptcy Rule 5002(b).

22. None of M3 Partners, any director, officer, or employee thereof, nor I, insofar as I have been able to ascertain, is or was a director, officer, or employee of the Debtors as defined in sections 101(14)(B) or (C) of the Bankruptcy Code within two years before the date of filing of these chapter 11 cases.

23. On the basis of the above, I believe M3 Partners to be a "disinterested person"

within the meaning of section 101(14) of the Bankruptcy Code.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 23, 2025

/s/ Robert Winning

Robert Winning

SCHEDULE 1

Agents

Wilmington Trust, National Association

Banks

Bank of America

Benefits

ADP Inc
Calm.Com Inc
Cigna Group
Concur Technologies, Inc.
Delta Dental of California
Delta Dental of IL
Empower Trust Company, LLC

Eyemed
Guardian
Lincoln National Life Ins Co
Metlife
Schwab Retirement Plan Services
Telus Health (Us) Ltd
United Healthcare Services Inc

Bankruptcy Professionals

AlixPartners
Latham & Watkins LLP
Omni Agent Solutions, Inc.

PJT Partners LP
Richards, Layton & Finger, P.A.

Delaware Court Personnel

Al Lugano
Amanda Hrycak
Annamarie Martino
Cacia Batts
Chief Judge Karen B. Owens
Claire Brady
Danielle Gadson
Demitra Yeager
Jill Walker
Judge Brendan L. Shannon
Judge Craig T. Goldblatt
Judge J. Kate Stickles
Judge John T. Dorsey
Judge Laurie Selber Silverstein

Judge Mary F. Walrath
Judge Thomas M. Horan
Laura Haney
Laurie Capp
Lora Johnson
Marquietta Lopez
Nickita Barksdale
Nikki Washington
Paula Subda
Rachel Bello
Stephen Grant
Todd Kirk
Una O'boyle
Xavier Hurt

Delaware UST's office

Benjamin Hackman
Christine Green

Dion Wynn
Edith A. Serrano

Elizabeth Thomas
Hannah M. McCollum
Hawa Konde
Holly Dice
James R. O'Malley
Jane Leamy
Jonathan Lipshie
Jonathan Nyaku
Joseph Cudia
Joseph McMahon

Lauren Attix
Linda Casey
Linda Richenderfer
Malcolm M. Bates
Michael Girello
Nyanquoi Jones
Richard Schepacarter
Shakima L. Dortch
Timothy J. Fox, Jr.

Debtors

Camaro Acquisition LLC
CareerBuilder France Holding, LLC
CareerBuilder Government Solutions, LLC
CareerBuilder, LLC
Fastweb, LLC

Luceo Solutions, LLC
Military Advantage LLC
Monster Government Solutions LLC
Monster Worldwide LLC
Zen, JV, LLC

Direct and Indirect Equity Holders

2584172 Ontario Inc.
AP Special Sits Camaro Holdings, LLC
Apollo Global Management, Inc.
Apollo Special Situations Fund, L.P.

Camaro Holdings, LLC
Ontario Teacher's Pension Plan
Randstad N.V.

Directors and officers

Ahern Dull
Anna Phillips
Daniel Silvers
Fiona van Lede
Gregory Binder
Jarnail Badwal
Jeff Furman
Kenneth Shea

Mark Pacioni
Maxwell David
Michael Suhajda
Rebecca Henderson
Sam Gallagher
Sheri Davis
Stef Leijdekkers

Insurers

ACE American Insurance Company
Allianz Global Risks US Insurance Co.
Allied World National Assurance Company
American International Companies (AIG)
Aon UK Limited
Arch Insurance Company
AXIS Insurance Company

Berkley Insurance Company
Berkley Professional Liability
Chubb National Ins Co
Federal Insurance Company
Hartford Insurance Group
Hiscox Insurance Company Inc.
Illinois National Insurance Co

Lexington Insurance Company
Liberty International Underwriters
Liberty Surplus Insurance Corporation
Lloyd's Syndicate No. 3000
National Union Fire Ins Co of Pittsburgh

Risk Specialists Companies Ins Agcy, Inc.
Twin City Fire Insurance Company
XL Professional
XL Specialty Insurance Co
Zurich American Ins Co

Litigation

Jobget, Inc.
S Risius Ross, LLC

The New York City Commission on Human Rights

LOC Beneficiary

Dell Financial Services LLC

LOC Guarantor

Bank of America

Non-Debtors

CareerBuilder Brasil Atividades de Internet e Participacoes LTDA.
CareerBuilder Canada Co
CareerBuilder com India Private Limited
CareerBuilder Information Technology (Shanghai) Co., Ltd
CareerBuilder International Holdings B.V.
CareerBuilder ProfilSoft Dutch Holdings B.V.
CareerBuilder Romania S.R.L.
CareerBuilder UK Holdings Limited
CB Solutions Pty Ltd
Monster Belgium nv
Monster Luxembourg SA
Monster Technologies Malaysia Sdn. Bhd

Monster Worldwide Austria GmbH
Monster Worldwide Canada Operations Inc.
Monster Worldwide CZ s.r.o.
Monster Worldwide Germany GmbH
Monster Worldwide International Holding bv
Monster Worldwide Ireland Ltd
Monster Worldwide Italia Srl
Monster Worldwide Limited
Monster Worldwide Netherlands bv
Monster Worldwide S.L.
Monster Worldwide SAS
Monster Worldwide Sweden AB
Monster Worldwide Switzerland AG
Monster.com Asia Pacific Ltd.

Other Parties

Blue Torch Capital
HIG Capital LLC
JMB Capital Partners Lending, LLC
Norton Rose Fulbright US LLP

Paul Hastings
Valnet
Valsoft
Young Conaway Stargatt & Taylor, LLP

RE Lease

622 Building Company LLC (Cohen Bros)
Equinix, INC
Iron Mountain Data Centers LLC

Onni 200 LaSalle Limited Partnership
TMG 8280 Greensboro LLC
VEF V Atlanta office Two, LLC

Seller Note

Randstad MWW Inc.

Tax Authorities

Alabama Department of Revenue
Alaska Department of Revenue
Arizona Department of Revenue
California Franchise Tax Board
City of Philadelphia Department of Finance
Colorado Department of Revenue
Connecticut Department of Revenue
Delaware Division of Revenue
Department of the Treasury Internal
Revenue Service Center
District of Columbia Department of
Revenue
Florida Department of Revenue
Georgia Department of Revenue
Hawaii Department of Revenue
Idaho Department of Revenue
Illinois Department of Revenue
Indiana Department of Revenue
Iowa Department of Revenue
Kansas Department of Revenue
Kentucky Department of Revenue
Louisiana Department of Revenue

Maryland Department of Revenue
Massachusetts Department of Revenue
Minnesota Department of Revenue
Mississippi Department of Revenue
Missouri Department of Revenue
Nebraska Department of Revenue
New Hampshire Department of Revenue
New Jersey Department of Revenue
New York City Department of Finance
New York Department of Revenue
North Carolina Department of Revenue
Oklahoma Department of Revenue
Oregon Department of Revenue
Pennsylvania Department of Revenue
Philadelphia Department of
Revenue
South Carolina Department of Revenue
Tennessee Department of Revenue
Texas Department of Revenue
Utah Department of Revenue
Virginia Department of Revenue
Wisconsin Department of Revenue

Term Loan Lenders

Arbour Lane
ArrowMark
Canaras
Cerberus
Constitution Capital
Crescent Capital
Ellington
Fortinbras Enterprise

FourSixThree
InvestCorp
Morgan Stanley
Nassau
OFS
Par Four / Benefit Street
Saratoga Partners
Zais Group

Top Unsecured Creditors

Acoustic LP
Adworks Ltd
Ahead Inc
Aimwel B.V.
Akin Gump Strauss Hauer & Feld
Amplitude Inc
Appcast Inc
Appian Corporation
Brazen Technologies Inc
Camelot Communications Ltd
Daymark Solutions Inc
Equinix Inc
Everlong Media LLC
Getty Images Inc
Google LLC
Ikokas Technologies Private Ltd
Iron Mountain Inc
Jobcase Inc
Jobget Inc
Jobverse Inc.

Joveo Inc
Microsoft Online Inc
Morgan Lewis & Bockius LLP
Nexxt Inc
Okta Inc
Oracle America Inc
Pwc Us Tax LLP
Quality Technology Services
Rackspace Us Inc
Recruitics Inc
Salesforce.Com Inc
Secureit Consulting Group Inc
Skadden Arps Slate Meagher Flom
Talroo Inc
Tanzilli Sociedade De Advogado
Textkernel BV
Vedder Price PC
Velaro Inc
Verinext Corp
Winston & Strawn LLP

UCC Lien Search

Dell Financial Services L,L,C.
Greatamerica Financial Services
Corporation
Randstad MWW Solutions Inc., As
Collateral Agent
Verinext Capital, LLC
Wells Fargo Financial Leasing, Inc.
Wilmington Trust, National Association, As
Collateral Agent

SCHEDULE 2

Potential Connections or Related Parties¹

- In the ordinary course of its financial advisory practice, M3 Advisory Partners, LP or its senior professionals (collectively, “M3”) have recently had and/or currently have relationships with various law firms, accounting firms, financial advisory firms, claims agents, and other professionals and service providers, as well as affiliates of the foregoing who are listed on Schedule 1 (the “***Debtor Disclosure Schedule***”) as parties-in-interest in these proceedings (each, an “***Ancillary Entity***”). Such relationships have included, among other things, M3 or its senior professionals² serving as an advisor to clients in engagements where (a) such client was or is represented by one or more Ancillary Entities or (b) one or more Ancillary Entities has represented or currently represents one or more parties-in-interest who are not clients of M3. Additionally, certain of the Ancillary Entities may have retained, or been retained by M3 and its affiliates, in the recent past with respect to matters unrelated to the Debtors and their bankruptcy cases. The Persons shown on the Debtor Disclosure Schedule who constitute (or whose affiliates constitute) Ancillary Entities include, without limitation, Akin Gump Strauss Hauer & Feld; Alix Partners; Latham & Watkins LLP; Morgan Lewis & Bockius LLP; Norton Rose Fulbright US LLP; Omni Agent Solutions, Inc.; Paul Hastings; PJT Partners LP; PWC US Tax LLP; Richards, Layton & Finger, P.A.; Skadden Arps Slate Meagher & Flom; Vedder Price P.C.; Winston & Strawn LLP; and Young Conaway Stargatt & Taylor, LL. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- M3 has currently has or recently has had relationships with various bank and non-bank lenders, trustees, other financial institutions acting in various capacities, and other equity and debt financing sources, as well as affiliates of any of the foregoing, who are listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings (collectively, the “***Financial Institutions***”). Such relationships may include, among other things, (a) a direct relationship between M3 and one or more of the Financial Institutions, (b) M3 advising Persons who themselves have relationships with such Financial Institutions and (c) M3 being involved in a proceeding or other engagement in which one or more Financial Institutions was separately a party-in-interest (the parties-in-interest described in clauses (a), (b) and (c) collectively, “***Ancillary Institutions***”). Such Ancillary Institutions include, without limitation: Apollo Global Management, Inc. / Apollo Special Situations Fund, L.P.; Arbour Lane; Arrowmark; Bank of America; Blue Torch Capital; Canaras; Cerberus; Ellington; FourSixThree; HIG Capital LLC; Investcorp; Morgan Stanley; Wells Fargo Financial Leasing, Inc.; and Wilmington Trust, National Association. To the best knowledge of the senior professionals at

¹ References in this Schedule to parties-in-interest with which M3 currently has or recently has had relationships in any category described above are not exclusive and the party-in-interest or an affiliate thereof also may have other relationships with M3 in the same or other categories without specific identification. All disclosures contained herein are made to the knowledge of M3 based upon parties-in-interest disclosures provided in various engagements and other information of which the senior professionals at M3 have actual knowledge. For purposes of this Schedule, the term “Persons” shall include entities and natural persons and any reference to a specific Person shall be deemed to also be a reference to affiliates of such Person.

² For purposes of this Schedule, the term “senior professionals” refers to Managing Directors and Directors of M3.

M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.

- CareerBuilder was identified as a “Services Contract Counterparty” in the bankruptcy proceedings of Party City. M3 serves as financial advisor to the Official Committee of Unsecured Creditors in such proceeding. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- An affiliate of one of the parties identified as a “Lender” on the Debtor Disclosure Schedule was an investor in a transaction sponsored by an affiliate of M3 and certain other parties, but exited the transaction in 2022. M3 has a contractual obligation to maintain the confidentiality of the identity of that investor. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- M3 currently purchases or recently has purchased goods and services in the ordinary course of business and in the open market from vendors who are listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings. Similarly, clients of M3, and debtors and parties-in-interest with respect to matters in which M3 is currently involved or recently has been involved in various capacities, also purchase or recently have purchased, or sell or recently have sold, goods and services in the ordinary course of business and in the open market from or to certain of the Persons listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- M3 currently serves or recently has served as a financial advisor to various Persons which have (a) purchased, or currently purchase, insurance (including, without limitation, health and similar insurance), suretyship, employment benefits services, or utilities from, (b) leased property or assets from landlords or lease counterparties who are, or (c) recently have been or are subject to the taxing or other regulatory authority of, Persons listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings. In addition, M3 itself purchases or has recently purchased insurance, suretyship, employments benefits services or utilities from, or currently or recently has leased property or assets from, or is or recently has been subject to the taxing or other regulatory authority of, Persons who are listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- In the ordinary course of its business, M3 provides services to Persons currently or recently conducting, or involved in, bankruptcy proceedings in various federal bankruptcy courts in the United States. In connection with these proceedings and otherwise in the ordinary course of its business, M3 interacts with Judges and personnel of the United States Bankruptcy Courts and personnel of the Office of the United States Trustee in various jurisdictions, including, without limitation, those of the District of Delaware. To the best knowledge of the senior professionals

at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.